

TEVA PHARMACEUTICAL INDUSTRIES LTD
Form POS AM
March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008
Registration No. 333-111132

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to Form F-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TEVA PHARMACEUTICAL INDUSTRIES LIMITED
(Exact name of Registrant as specified in its charter and translation of
Registrant's name into English)

Israel
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer Identification No.)

5 Basel Street
P.O. Box 3190
Petach Tikva 49131 Israel
972-3-926-7267
(Address and telephone number of Registrant's
principal executive offices)

Teva Pharmaceutical USA, Inc.
1090 Horsham Road
North Wales, Pennsylvania 19454
Attention: William S. Marth
(215) 591-3000
(Name, address and telephone number of agent for service)

with copies to:

Peter H. Jakes
Jeffrey S. Hochman
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

Thomas E. Sparks, Jr.
Pillsbury Winthrop LLP
50 Freemont Street
San Francisco, California 94105-2228
(415) 983-1000

Alan Klein, Jr.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

Approximate date of commencement of proposed sale to the public: From time to time as soon as practicable after this Registration Statement is declared effective and all other conditions to the merger described in this Registration Statement are satisfied.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 to Form F-3 Registration Statement relates to the Registration Statement on Form F-3 (File No. 333-111132) filed with the Securities and Exchange Commission on December 12, 2003 (the "Registration Statement") by Teva Pharmaceutical Industries Limited ("Teva"), relating to the registration of 8,701,610 American Depositary Receipts ("ADRs") evidencing American Depositary Shares, each representing one ordinary share, par value 0.10 NIS, of Teva (after giving effect to the two-for-one stock split of the ordinary shares in June 2004), that may be offered and sold from time to time by the selling stockholders named in the Registration Statement. All ADRs previously registered under the Registration Statement that remain unsold are hereby withdrawn from registration.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Petach Tikva, Israel, on March 25, 2008.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

By: /s/ Shlomo Yanai

Shlomo Yanai
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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| Name | Title(s) | D |
|----------------------|--|-------|
| * | Chairman | March |
| Eli Hurvitz | | |
| /s/ Shlomo Yanai | President and Chief Executive Officer | March |
| Shlomo Yanai | | |
| /s/ Dan S. Suesskind | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March |
| Dan S. Suesskind | | |
| | Vice Chairman | March |
| Dr. Phillip Frost | | |
| | Director | March |
| Roger Abravanel | | |
| * | Director | March |
| Ruth Cheshin | | |
| * | Director | March |
| Abraham E. Cohen | | |
| * | Director | March |
| Meir Heth | | |
| | Director | March |
| Roger D. Kornberg | | |
| * | Director | March |
| Moshe Many | | |
| | Director | March |
| Leora Meridor | | |
| | Director | March |

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| | | |
|---------------------------|--------------------------------|-------|
| Dan Propper | | |
| * | Director | March |
| ----- | | |
| Max Reis | | |
| | Director | March |
| ----- | | |
| Michael Sela | | |
| * | Director | March |
| ----- | | |
| Dov Shafir | | |
| * | Director | March |
| ----- | | |
| Gabriela Shalev | | |
| | Director | March |
| ----- | | |
| David Shamir | | |
| * | Director | March |
| ----- | | |
| Harold Snyder | | |
| /s/ William S. Marth | Authorized U.S. Representative | March |
| ----- | | |
| William S. Marth | | |
| *By: /s/ Dan S. Suesskind | | |
| ----- | | |
| Dan S. Suesskind | | |
| Attorney-in-Fact | | |